

CONSTITUTION AND BYLAWS
ST. LUKE'S ALUMNI NURSING FOUNDATION, USA, Inc.
(SLANFUSA, Inc.)

Article I. NAME

Article I. 1. This corporation shall be known as ST. LUKE'S ALUMNI NURSING FOUNDATION USA, Inc. and shall herein be called "SLANFUSA, Inc."

Article I. 2. Trinity College of Quezon City was granted its university status on July 18, 2006; hence, it is now known as TRINITY UNIVERSITY OF ASIA.

Article I. 3. This Constitution shall then refer to ST. LUKE'S COLLEGE OF NURSING – TRINITY COLLEGE OF QUEZON CITY as "ST. LUKE'S COLLEGE OF NURSING – TRINITY UNIVERSITY OF ASIA" (SLCN-TUA).

Article II. MISSION STATEMENT

Article II. 1. We believe in repaying with gratitude the school that nurtured us to become competent and dedicated nurses we are today.

Article II. 2. As members of the SLANFUSA, Inc, we pledge to assist our *alma mater*, SLCN-TUA in enhancing its capacity to provide quality nursing education and positive learning environment.

Article III. OBJECTIVES

Article III. 1. Assist and support SLCN-TUA by providing appropriate resources to maintain high standard of nursing education.

Article III. 2. Provide and promote programs for the professional, cultural, and educational advancement of SLANFUSA, Inc. members.

Article III. 3. Promote unity and fellowship among graduates of SLCN-TUA residing in USA and other countries.

Article III. 4. Serve as a link among members of SLANFUSA, Inc., St. Luke's College of Nursing - Trinity University of Asia, St. Luke's Trinity Nurses Alumni Association, Inc., Philippines, and St. Luke's Nurses Alumni Foundation, Inc., Philippines.

Article III. 5. Receive, and keep accurate records of all donations (gifts, bequests, endowments, grants, and other forms of donations) necessary to further the mission of SLANFUSA, Inc.

Article III. 6. Apply, expend, disburse, grant, or contribute its resources for the purpose of carrying out the objectives of SLANFUSA, Inc.

Article III. 7. Remain in compliance with the provision of the tax exemption under 501(c)3 status, avoid violation of any provisions of the revenue laws of the United States.

Article IV. MEMBERSHIP

Article IV. 1. All graduates of SLCN-TUA are members of SLANFUSA, Inc.

Article IV. 1. 1. Associate members are non-graduate of SLCN - TUA, such as physicians, consultants, industry representatives, educators, health care providers, relatives, and friends of voting members approved by the Board of Directors and who have paid their dues.

Article IV. 1. 2. Honorary Members includes current and past faculty members of St. Luke's School of Nursing, St. Luke's Hospital School of Nursing / St. Luke's College of Nursing Trinity University of Asia, current and past physicians and medical interns of St. Luke's Medical Center, Philippines or other persons who have rendered distinguished services to SLANFUSA, Inc. upon recommendation and approval of the Board of Directors.

Article IV. 1. 3. Emeritus Members are graduates of SLCN-TUA who have reached the age of 75 and above.

Article IV. 1. 4. Emeritus members and past presidents shall be granted complimentary lifetime membership.

Article IV. 2. MEMBERSHIP FEE

Article IV. 2. 1. Membership fee shall be determined by the Board of directors subject to approval by the general membership.

Article IV. 2. 2. Membership fee shall be payable in U.S. funds.

Article IV. 2. 3. Lifetime membership are alumni who have paid lifetime membership fee, emeritus members, and past Presidents.

Article IV. 3. DUTIES, RIGHTS, AND PRIVILEGES

Article IV. 3. 1. All members shall uphold, support, and abide the constitution and bylaws of SLANFUSA, Inc.

Article IV. 3. 2. Members who paid membership fee shall be eligible to vote, serve as officers, board of directors, and chairperson of standing committee.

Article IV. 3. 3. Members who have not paid membership fees are not eligible to vote.

Article IV. 3. 4. Associate members and honorary members are not eligible to vote, not eligible to serve as officers or Board of Directors and not eligible to be appointed as Chairpersons of standing committees.

Article IV. 3. 5. All members, associates, honorary and emeritus shall have the right to receive copies of the Constitution and Bylaws, newsletters and other publications of SLANFUSA, Inc. through website, digital, electronic, or online communication and upon request.

Article IV. 4. APPLICATION

Article IV. 4. 1. Graduates of SLCN-TUA can apply online or complete application form with membership fee to the chair of membership committee.

Article IV. 5. RESIGNATION

Article IV. 5. 1. Any member may resign by letter, email, or verbal to the chair of Membership Committee.

Article IV. 5. 2. Any paid member resigning will not receive prorated membership fee nor will not be reimbursed any paid dues or lifetime membership fee.

Article IV. 6. REINSTATEMENT

Article IV. 6. 1. Any member, whose membership has expired may be reinstated by filling a membership form and paying the membership fee.

Article IV. 7. TERMINATION

Article IV. 7. 1. The Board of Directors may suspend or revoke membership by an affirmative vote of a simple majority for a reasonable cause after an appropriate hearing in accordance with guidelines.

Article IV. 8. TRANSFER

Article IV. 8. 1. Membership is not transferable.

Article V. OFFICER

Article V. 1. The officers of SLANFUSA, Inc. shall include elected President, President - Elect, Secretary, Treasurer, Internal Auditor, and Press Relations Officer.

Article V. 2. Advisers, Chapter Presidents, Chairpersons of the following Committees: Ways and Means, Bylaws, Membership, Nominations and Elections, Publications, Editor-in-Chief, Educational and Professional Development, Awards, Endowment Fund, are appointed by the President.

Article V. 3. The immediate past president shall serve as an Ex-officio officer and as Executive Director.

Article V. 4. TERM OF OFFICE

Article V. 4. 1. President, President-Elect, Secretary, Treasurer, Internal Auditor, and Press Relations Officer shall be elected every two years prior to biennial General meeting and shall assume office on January 1 of the next calendar year.

Article V. 4. 2. All elected and appointed officers shall serve for two (2) years until their successors are elected, or voluntary resignation in writing, or removal by the majority vote of the Board of Directors, or upon his/her death.

Article V. 4. 3. The President-Elect shall become the president following the term of office as President Elect.

Article V. 4. 4. The immediate past president shall serve as ex-officio officer and as Executive Director for two (2) years.

Article V. 5. ELIGIBILITY FOR OFFICE

Article V. 5. 1. The members shall have served in a leadership capacity as an officer or committee chairperson of SLANFUSA, Inc., nationally and/or respective chapters.

Article V. 5. 2. The member shall have good standing and willingness to commit to the responsibilities of the position being nominated.

Article V. 5. 3. The nomination and election committee shall screen and approve any candidate application.

Article V. 5. 3. In the event of one nominee aspires for a position, the Board of Directors may declare the nominee elected by unanimous consent or "by acclamation".

Article V. 6. VACANCIES

Article V. 6. 1. Any vacancies of office by reason of health, resignation, termination, or death, may be filled in the following manner:

- Article V. 6. 1. 1. When the office of president becomes vacant, the president-elect will take over as president until the conclusion of the current term.
- Article V. 6. 1. 2. When the office of president-elect becomes vacant, the Board of Directors shall fill the vacant office from the currently seated board members by majority vote.
- Article V. 6. 1. 3. When both the President and President-Elect are vacant, the Executive Director shall appoint an Acting President until the conclusion of the president's term.
- Article V. 6. 1. 4. The President and President-Elect shall be elected on the next scheduled election.
- Article V. 6. 1. 5. When any of the other elected officers becomes vacant, the executive Board shall fill said office from the general membership and board members by majority vote.

Article V. 7. REMOVAL OF OFFICER

- Article V. 7. 1. Elected officers may be removed from office by majority vote of the Board of Directors if in their judgment it shall serve the best interest of SLANFUSA, Inc.
- Article V. 7. 2. Officers elected or appointed officers by the Board of Directors may be removed from office by majority vote of the Board of Directors if in their judgment it shall serve the best interest of SLANFUSA, Inc.

Article V. 8. DUTIES OF ELECTED OFFICERS

- Article V. 8. 1. The duties of the officers shall be such as are implied by their respective titles, specified by the Bylaws, guidelines, and prescribed by the Board of Directors

Article V. 8. 2. President.

- Article V. 8. 2. 1. Shall have the general powers of supervision and management of the foundation vested in the office of the president of a 501(c)3 status under the laws of the United State, subject, however, at all times, to the direction and control of the Board of Directors.
- Article V. 8. 2. 2. Shall preside at all meetings of the Executive Board, Board of Directors and of the General membership.
- Article V. 8. 2. 3. Shall appoint and terminate committee chairpersons with the approval by majority vote of the Board of Directors.
- Article V. 8. 2. 4. Shall be the official representative for the SLANFUSA, Inc.
- Article V. 8. 2. 5. Shall serve as ex-officio member, without the right to vote, of all except the Nomination and Elections Committee
- Article V. 8. 2. 6. Shall communicate with all Chapter Directors as needed.
- Article V. 8. 2. 7. Shall write checks in the absence or disability of the Treasurer.
- Article V. 8. 2. 8. Shall coordinate with the Treasurer to file renewal of registration as a 501(c)3 organization and of tax-exempt status.
- Article V. 8. 2. 9. Shall review the current state of finances of SLANFUSA, Inc. with the Finance Committee every six (6) months.
- Article V. 8. 2. 10. Shall become the Executive Director after her/his term.

Article V. 8. 2. 11. Shall become a lifetime member commencing at the end of her/his term as President.

Article V. 8. 2. 12. Shall submit an annual report of SLANFUSA, Inc. at the Board of Directors' biennial grand reunion meeting.

Article V. 8. 3. President-Elect

Article V. 8. 3. 1. Shall automatically accede to the presidency position when the President's term ends.

Article V. 8. 3. 2. Shall become acting President and assume the President's duties in the event of the President's absence, disability, resignation, or death.

Article V. 8. 3. 3. Shall perform all duties as may be delegated by the President.

Article V. 8. 4. Secretary

Article V. 8. 4. 1. Shall record and keep the minutes of all the meetings of the Executive Board and Board of Directors.

Article V. 8. 4. 2. Shall submit all the minutes of the meetings of the Executive Board and Board of Directors to the Publications Committee for posting in the SLANFUSA, Inc. website: slanfusa.org.

Article V. 8. 4. 3. Shall mail of all general membership meetings to the Publications Committee copies to those without access to the Internet upon the member's request.

Article V. 8. 4. 4. Shall be responsible for giving notices of meetings to the Executive Board and Board of Directors.

Article V. 8. 4. 5. Shall preserve all correspondence, reports, Bylaws and Policy and Procedure Manual in a permanent file.

Article V. 8. 4. 6. Shall review all duties pertaining to the office and revise, if necessary, and as approved by the Board of Directors.

Article V. 8. 4. 7. Shall initiate roll call and keep log of attendance to all meetings.

Article V. 8. 4. 8. Shall keep records of all Continuing Education Unit (CEU) programs and attendance at continuing education programs.

Article V. 8. 4. 9. Shall perform such duties as delegated by the President and the Board of Directors.

Article V. 8. 4. 10. Shall provide copies of all records in her/his possession to her/his successor and original copies to the Executive Director within thirty (30) days from the end of his/her term.

Article V. 8. 5. Treasurer

Article V. 8. 5. 1. Shall have the custody of all the funds and other financial accounts of SLANFUSA, Inc.

Article V. 8. 5. 2. Shall collect monies due to SLANFUSA, Inc. and issue corresponding receipts.

Article V. 8. 5. 3. Shall handle all SLANFUSA, Inc. financial transaction: banks deposits, checks, notes, or other evidence of payment or receipts.

Article V. 8. 5. 4. Shall maintain and manage bank accounts and investment funds and review, update and make recommendations regarding investment of funds.

- Article V. 8. 5. 5. Shall review the current state of finances of the Foundation with the Finance Committee every six (6) months.
- Article V. 8. 5. 6. Shall keep an accurate account of all monies received, disbursed, enter and note them regularly in the books of SLANFUSA, Inc.
- Article V. 8. 5. 7. Shall provide an annual financial statement report to the Board of Directors.
- Article V. 8. 5. 8. Shall file or archive all financial reports and copies given to the Secretary and Executive Director.
- Article V. 8. 5. 9. Shall submit an audited financial report to the Board of Directors and members at the biennial meetings.
- Article V. 8. 5. 10. Shall set up "and/or" signatories: President, Treasurer, and/or designee with designated bank and records for all investments of SLANFUSA, Inc.
- Article V. 8. 5. 11. Shall approve reimbursement of invoices within established time of submission according to guidelines.
- Article V. 8. 5. 12. Shall review all duties pertaining to the office of Directors.
- Article V. 8. 5. 13. Shall perform all other duties incidental to the office of Treasurer of a 501(c)3 under the law, subject, at all times, to the direction and control of the President and Board of Directors.

Article V. 8. 6. Internal Auditor

- Article V. 8. 6. 1. Shall keep and be responsible for the inventory and auditing of financial assets.
- Article V. 8. 6. 2. Shall review, check, and monitor all orders and resolutions approved by the Board of Directors are implemented.
- Article V. 8. 6. 3. Shall ensure financial accountability of the officers to the mission and objectives of SLANFUSA, Inc.
- Article V. 8. 6. 4. Shall review the current state of finances of the SLANFUSA, Inc. with the Finance Committee twice a year.
- Article V. 8. 6. 5. Shall perform all other duties directed, by the Board of Directors.

Article V. 8. 7. Press Relations Officer (PRO)

- Article V. 8. 7. 1. Shall handle all publicity, advertising, and press releases of the organization.
- Article V. 8. 7. 2. Shall assist the Secretary in handling correspondence and distribution of minutes of meetings.
- Article V. 8. 7. 3. Shall collect/solicit articles from members for publication in the Newsletter.
- Article V. 8. 7. 4. Shall be responsible for promoting the image and reputation of SLANFUSA, Inc.
- Article V. 8. 7. 5. Shall collaborate updates and publications on the website with the Webmaster.
- Article V. 8. 7. 6. Shall perform other duties directed by the Board of Directors.

Article V. 9. DUTIES OF APPOINTED OFFICERS

- Article V. 9. 1. Executive Director

- Article V. 9. 1. 1. Shall be the Administrative Officer of SLANFUSA, Inc., subject to the direction and control of the Board of Directors.
- Article V. 9. 1. 2. Shall have general supervision, direction and active management of the business and affairs of SLANFUSA, Inc.
- Article V. 9. 1. 3. Shall execute all orders or resolutions of the Board of Directors.
- Article V. 9. 1. 4. Shall keep all records of SLANFUSA, Inc., the membership roster, minutes of meetings, resolutions, and other records under the supervision of the Board of Directors.
- Article V. 9. 1. 5. Shall be charged with the safekeeping of additional books and papers as the Board of Directors may direct.
- Article V. 9. 1. 6. Shall keep the books of accounts and receipts required by the revenue services of both the federal and state governments.
- Article V. 9. 1. 7. Shall perform all duties incidental to the office of a secretary of a 501(c)3 status under the laws of the State of California, subject, to the direction and control of the Board of Directors.

Article V. 9. 2. Chapter Presidents

- Article V. 9. 2. 1. Shall be elected by their respective chapters – (East Coast, Midwest, North California, South California, and Canada. The chapter activities are independent of SLANFUSA, Inc.
- Article V. 9. 2. 2. Shall be a member of the Board of Directors and shall serve as a liaison of the local chapter to the SLANFUSA, Inc.
- Article V. 9. 2. 3. Shall attend and report to the Board of Directors meeting or appoint a designee to represent its chapter to the meeting.
- Article V. 9. 2. 4. Shall serve as chairperson of a designated committee assigned by the Board of Directors.
- Article V. 9. 2. 5. Shall discharge additional duties assigned from time to time by the Board of Directors.

Article V. 9. 3. Advisers

- Article V. 9. 3. 1. Shall act as advisor to SLANFUSA, Inc. on matters in their area of expertise such as, but not limited to business transactions, management of the foundation, organizational activities such as fundraising, disbursing of funds, educational seminars for the membership; and filing of Renewal of Incorporation as a 501(c)3.
- Article V. 9. 3. 2. Shall assist and advise in filing the annual Federal tax returns.
- Article V. 9. 3. 3. Shall adopt and apply the latest edition of the Robert's Rule of Order to questions of parliamentary procedure.
- Article V. 9. 3. 4. Shall serve for 2 years to coincide with the term of the officers, and may also serve indefinitely upon the recommendation of the Board of Directors.

Article V. 9. 4. Editor-in-Chief

- Article V. 9. 4. 1. Shall be appointed by the President with the approval of the Board of Directors.
- Article V. 9. 4. 2. Shall be the Editor of the official SLANFUSA, Inc. newsletter.

- Article V. 9. 4. 3. Shall edit and collate articles submitted by the chapters and membership.
- Article V. 9. 4. 4. Shall publish the Newsletter at least twice a year or as needed.
- Article V. 9. 4. 5. Shall distribute official publications to the membership by posting via the SLANFUSA, Inc. website, by electronic mail and by regular mail upon the member's request.
- Article V. 9. 4. 6. Shall submit a yearly budget for approval of the Board of Directors.
- Article V. 9. 4. 7. Shall maintain journalistic professionalism in publishing the newsletter.
- Article V. 9. 4. 8. Shall send copies of publications to the Executive Director for filing in the archive.

Article V. 10. OTHER OFFICERS

- Article V. 10. 1. The President may appoint assistant secretary, assistant treasurer, and other appointee with the consent of the Board of the Directors.
- Article V. 10. 2. Appointed officers shall hold their offices, shall have the titles, and exercise the powers and perform the duties determined by the board of directors.
- Article V. 10. 3. Any appointee of the President may be removed from her/his office or position at any time by the Board of Directors whenever, in the judgment of a majority of the Board of Directors, such action will serve the best interest of SLANFUSA, Inc.

Article VI. MEETINGS AND QUORUMS

Article VI. 1. General Meetings

- Article VI. 1. 1. The general meeting of the members shall be held in person during the biennial reunion.
- Article VI. 1. 2. Notice of the time, place, and purpose of the general meeting shall be given by written notice.

Article VI. 2. Board of Directors Meetings

- Article VI. 2. 1. The meeting of the Board of Directors shall be held during the biennial reunion.
- Article VI. 2. 2. Notice of time, place, and purpose of the Board of Directors meetings shall be given by notice upon each member of the Board of Directors given through verbal, phone, electronic communication, or by mail.
- Article VI. 2. 3. Special meetings of the Board of maybe called by the President or at the request of at least three (3) members of the Board of Directors.
- Article VI. 2. 4. All meetings of the Board of Directors shall be held in person or via teleconferencing, zoom, webinar, and other form of online meetings.

Article VI. 3. Quorum

- Article VI. 3. 1. The Quorum in any meeting of the Board of Directors shall be at least three (3).
- Article VI. 3. 2. Majority vote of attendees in all meetings of the Board of Directors present and voting rules, except in cases where affirmative vote is greater than majority of those present.

Article VI. 4. Determination of Questions

Article VI. 4. 1. All questions at all meetings of the Board of SLANFUSA, Inc. shall be determined by majority vote of the Directors present and voting, except in cases where the affirmative vote of Directors greater than the majority of those present and voting shall be required by these bylaws of by applicable law or regulation of the United State of America.

Article VI. 5. Digital, Electronic or Online Meetings

Article VI. 5. 1. Digital, Electronic or Online meetings of the Board of Directors, Executive Board, Advisers, Standing Committees, and special committees are recognized and approved to use for any meetings.

Article VII. BOARD OF DIRECTORS

Article VII. 1. The elected officers, appointed officers, the Immediate Past President, Advisers, Editor in Chief, Chapter Presidents, and Chairperson of all standing committees shall constitute the Board of Directors.

Article VII. 1. 1. Duties

Article VII. 1. 1. 1. Shall discuss matters brought into the attention by the President or the Executive Board and any written requests from members.

Article VII. 1. 1. 2. Shall ratify any emergency action by the Executive Board between Board meetings.

Article VII. 1. 1. 3. Shall make recommendations for action by the SLANFUSA, INC.

Article VII. 1. 1. 4. Shall adopt or revise standing rules.

Article VII. 1. 1. 5. Shall formulate and approve the budget.

Article VII. 1. 1. 6. Shall consider unbudgeted disbursements for approval.

Article VII. 1. 1. 7. Shall, by majority vote, remove any member of the Board of Directors for any judgment such as action that will serve the best interest of SLANFUSA, Inc.

Article VII. 1. 1. 8. Shall recommend, initiate and direct the activities of the organization subject to the organization subject to the provisions of the Bylaws and the resolutions enacted by the Executive Board.

Article VII. 1. 1. 9. Shall fill vacancies in elective offices.

Article VII. 1. 1. 10. Shall have the final approval of all activities of the association.

Article VIII. EXECUTIVE BOARD

Article VIII. 1. The Executive Board shall consist of the elected officers: President, President-Elect, Secretary, Treasurer, Auditor, Press Relations Officer, and Executive Director.

Article VIII. 1. 1. The Executive Board may make emergency decisions between regular meetings decisions of the Board of Directors.

Article VIII. 1. 2. The Board of Directors, at the Board's next regularly scheduled meeting, must ratify any action taken by the Executive Board.

Article VIII. 1. 3. Three members shall constitute a quorum of the Executive Board.

Article IX. COMMITTEES

Article IX. 1. Standing Committees shall be: Constitution and bylaws, Publications,

Finance, Ways and Means, Membership, Nominations and Elections, Educational and Professional Development, Awards, and Endowment Fund.

Article IX. 1. 1. Constitution and bylaws

Article IX. 1. 1. 1. Shall compose of a chairperson and at least 3 members.

Article IX. 1. 2. Publications

Article IX. 1. 2. 1. Shall have the Press Relations Officer (PRO) as chairperson, a webmaster and at least 3 members.

Article IX. 1. 2. 2. Webmaster shall be appointed by the President and approved by the Board of Directors.

Article IX. 1. 2. 3. Webmaster shall manage and update SLANFUSA, Inc. website: slanfusa.org.

Article IX. 1. 2. 4. Any information that can be downloaded from the website shall be approved by the Board of Directors.

Article IX. 1. 2. 5. The Webmaster shall screen articles / photographs submitted for posting in the SLANFUSA, Inc website: www.slanfusa.com.

Article IX. 1. 2. 6. Business use of website other than SLANFUSA, Inc. will be charge with a fee.

Article IX. 1. 3. Finance

Article IX. 1. 3. 1. Shall compose of President, President-elect, Treasurer, Auditor, Executive Director.

Article IX. 1. 4. Ways and Means

Article IX. 1. 4. 1. Shall compose of a chairperson and at least 3 members.

Article IX. 1. 5. Membership

Article IX. 1. 5. 1. Shall compose of appointed chairperson, three (3) Board members. and two (2) members from the general membership designated by the chairperson

Article IX. 1. 6. Educational and Professional Development

Article IX. 1. 6. 1. Shall compose of appointed chairperson and at least 3 members.

Article IX. 1. 7. Awards

Article IX. 1. 7. 1. Shall compose of a chairperson and at least 3 members.

Article IX. 1. 8. Endowment Fund

Article IX. 1. 8. 1. Shall compose of a chairperson and at least 3 members.

Article X. DIGITAL, ELECTRONIC OR ONLINE MEETING

Article X. 1. The Executive Board, Board of Directors, standing committees, and AdHoc or special committee are authorized to meet by digital, electronic or online.

Article XI. COMPENSATION AND INDEMNIFICATION

Article XI. 1. Compensation

Article XI. 1. 1. SLANFUSA, Inc is 501(c)3 non - profit incorporation and its funds, monies, and property shall not inure to the benefit of any member, officer, director, or private individual.

Article XI. 1. 2. Officers and members of the Board of Directors of SLANFUSA, Inc. and committee members shall be volunteers and receive no compensation from SLANFUSA, Inc. or any of its chapters.

Article XI. 1. 3. Officers and members of the Board of Directors and committee Members shall be reimbursed for out-of-pocket expense, disbursement, liabilities made or incurred by such person on the account of SLANFUSA, Inc. or in connection with the management and affairs of SLANFUSA, Inc.

Article XI. 1. 4. The provision of this section shall not be deemed to exclude the right of any person indemnification as provided in the following section of this article.

Article XI. 2. Indemnification

Article XI. 2. 1. Every person who is, shall be, or shall have been an officer or member of the Board of Directors or Directors or personal representative of SLANFUSA, Inc. shall be indemnified by SLANFUSA, Inc. against all costs and expenses (including but not limited to Attorney's fees, damages and reasonable amounts paid in settlement) reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding to which she/he may be made party by reason of being or having been an officer or a member of the Board of Directors of SLANFUSA, Inc. or any Chapter thereof, except in relation to such matters as to which she/he shall be adjudicated in such action suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of her/his duties as such director or officer.

Article XII. FISCAL YEAR

Article XII. 1. The fiscal year shall begin on the 1st day of January of each year and end on the 31st of December.

Article XIII. AMENDMENTS

Article XIII. 1. These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the Directors or personal representative of majority vote of the members present at a meeting in which there is a quorum or by publication to the memberships of revised Bylaws at least 30 days before the proposed Bylaws is favorably upon or determined by Board of Directors.

Article XIV. PARLIAMENTARY

Article XIV. 1. The rules contained in the current edition of Robert's Rule of Order Newly Revised shall govern the proceedings of the SLANFUSA, Inc. in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order that SLANFUSA, Inc. may adopt.

Article XV. WAIVER OF NOTICE

Article XV. 1. Unless otherwise provided by Law, whenever any notice is required to be given by any provision of the Bylaws, such notice may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time such notice was to be given.

Article XVI. CONTRACT, LOANS, CHECKS, DEPOSITS, AND FUNDS

Article XVI. 1. Contracts

Article XVI. 1. 2. The Board of Directors may authorize any officer or officers to enter any contract to execute and deliver any instrument in name and on behalf of the SLANFUSA, Inc. and such authority may be general or confined to specific instances.

Article XVI. 2. Loans

Article XVI. 2. 1. No loans shall be contracted on behalf of SLANFUSA, Inc. and no evidence of indebtedness issued in the name of SLANFUSA, Inc. shall be signed by such officer(s) or agent(s) of SLANFUSA, Inc. unless said obligation has been and approved by resolution of the Board of Directors.

Article XVI. 3. Checks, drafts, etc.

Article XVI. 3. 1. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of issued in the name of SLANFUSA, Inc. shall be signed by such officer or officers, agent or agents determined and authorized from time resolution of the Board of Directors.

Article XVI. 4. Deposits and Funds

Article XVI. 4. 1. All funds of SLANFUSA, Inc. shall be deposited in such banks, trust companies or other depositories as the Board may select and approved.

Article XVII. DISSOLUTION

Article XVII. 1. In case of dissolution and after all debts of SLANFUSA, Inc. have been fully satisfied, all the assets of SLANFUSA, Inc. shall be donated to ST. LUKE'S COLLEGE OF NURSING – TRINITY UNIVERSITY OF ASIA.

Bylaws revision:

Unless otherwise provided for in these Bylaws, all amendments shall become effective upon its adoption.

Bylaws revisions:

Revised (July 1995)

Amendments (July 1997): Vice-President to Vice-President/President Elect Directors-at-Large from nine to one SLANF member from each organized Chapter.

Amendments (June 1998): Meetings from annual to every convention time reflecting the change of yearly reunions to every two years.

Revised (July 2004): Proposed Amendments presented by the Board and approved by the Membership.

Revision (February 2006) Proposed revision presented to the Board and approved by Membership in June 2006. BYLAWS COMMITTEE: Elisa Calvelo Pamintuan '71, Emilia Nuesca Nieveras '62, Aireen Vigilia Aguilar '71, Aurora Rebotira '73, Araceli Timbreza Mateo '71.

Revision (June 2008) Proposed revision presented to the Board and approved by Membership in July 2008. BYLAWS COMMITTEE: Chair, Christine Rillera Ferrer '72, Virginia Cacho Almiron '72, Aurora R. Rebotira '72, Adviser, Claro Mamaril, Esq.

Amendments (July 2023): Memberships to all graduates of SLCN-TUA and Title SLANF USA change to SLANFUSA, Inc.

Revision (July 2023) Proposed revision presented to the Board and approved by general membership in August 2023. BYLAWS COMMITTEE: Evelyn Quijano Jirasakhiran '73, Chair; Carol Echalico Bautista '74, member; Guillermina Echalico Almerido '76, member.